Filed this 30th day of Dec 99

RECEIVED

DEC 3 0 1999

Secretary of State

SECRETARY OF STATE

STATE OF SOUTH DAKOTA

Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

1. TITLE OF NEWSPAPER		2. DATE OF FILING
Rapid City Journal		10/1/99
3. FREQUENCY OF ISSUE	**3A. NO. OF ISSUES PUBLISHED ANNUALLY**	**3B. ANNUAL SUBSCRIPTION PRICE**
Daily & Sunday	365	190.54

4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION *(Street, City, County, State and ZIP+4 Code) (Not printers)*

507 Main St., PO Box 450, Rapid City, Pennington, SD 57709

5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER *(Not printer)*

507 Main St., PO Box 450, Rapid City, Pennington, SD 47709

6. FULL NAME OF PUBLISHER:

John VanStrydonck

7. OWNER *(If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.*

FULL NAME	COMPLETE MAILING ADDRESS
(See attached)	

8. KNOWN BONDHOLDERS, MORTGAGEES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS. MORTGAGES OR OTHER SECURITIES *(If there are none, so state. If more space is needed, list on back of this form)*

(See attached)

9. EXTENT AND NATURE OF CIRCULATION *(See instructions on reverse side)*	AVERAGE NO. COPIES EACH ISSUE D PRECEDING 12 MONTHS	ACTUAL NO. COPIES ISSUE NEAREST TO FILING DATE
A. TOTAL NO. COPIES *(Net Press Run)*	35,434	37,560
B. PAID AND/OR REQUESTED CIRCULATION 1. Sales through dealers and carriers, street vendors and counter sales	28,605	29,679
2. Mail Subscription *(Paid and or requested)*	2,072	2,067
C. TOTAL PAID AND/OR REQUESTED CIRCULATION *(Sum of 10B1 and 10B2)*	30,897	31,972
D. FREE DISTRIBUTION BY MAIL, CARRIER OR OTHER MEANS	98	101
SAMPLES, COMPLIMENTARY, AND OTHER FREE COPIES	220	226
E. TOTAL DISTRIBUTION *(Sum of C and D)*	30,995	32,073
F. COPIES NOT DISTRIBUTED 1. Office use, left over, unaccounted, spoiled after printing	2,822	4,028
2. Return from News Agents	1,617	1,459
G. TOTAL *(Sum of E, F1 and 2 -- should equal net press run shown in A)*	35,434	37,560

I swear that the statements made by me above are correct and complete.

SIGNATURE AND TITLE OF PUBLISHER, BUSINESS MANAGER OR OWNER

John VanStrydonck Publisher

State of South Dakota)

S

County of Pennington)

(Seal)

Sworn to before me this 21st day of October, 1999

Deborah J. Shumaker

Notary Public

My commission expires 9-9-04

Form: SOS REC 051 01/93

STATEMENT OF OWNERSHIP -- SHAREHOLDERS OVER 1%

Adler and H.B. Adler Foundation, C/O Norwest Bank, N.A., 203 W. Third St., Davenport, IA 52801

The Bair Company, C/O First Trust National Assoc., P.O. Box CM-9551, St. Paul, MN 55170

Charles T. Munger, P.O. Box 55007, Los Angeles, CA 90055

Bankers Trust Company, 280 Park Avenue, New York, NY 10017

Merrill, Lynch, Pierce, Fenner & Smith Safekeeping, One Liberty Plaza, Broadway, New York, NY 10080

Betty Adler Schermer, Aspen, CO 81615

Lloyd G. Schermer, Aspen, CO 81615

Norwest Bank, N.A., 203 W. Third Street, Davenport, IA 52801

James E. Burgess, 6102 South Highlands Ave., Madison, WI 53705

J. Martin Wolman, 4121 Chippewa Drive, Madison, WI 53711

Bank of New York, 925 Patterson Plank Road, Secaucus, N.J. 07094

A.G. Edwards & Sons, Inc., 2675 Scott, Suite C, St. Louis, MO 63103

Grant E. Schermer, 9450 Grant Creek Road, Missoula, MT 59802

Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722

Chase Manhattan Bank, New York, NY 10081

Journal Limited Partnership, P.O. Box 30536, Lincoln, NE 68503

Barclays Bank PLC, C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

John S. Stemlar & Barbara J. Stemlar, PO Box 1260, Coupeville, WA 98239

Selma B. Waterman & Edna Blade Charitable Foundation, 770 N. Water, Milwaukee, WI 53212

Lee Endowment Foundation, C/O First Citizens National Bank, 2601 4th Street SW, Mason City, Iowa 50401

Susan A. Talbot, 11 Greenbriar Drive, Missoula, MT 59802

John Talbot, 11 Greenbriar Drive, Missoula, MT 59802

Boston Safe Deposit & Trust Co., One Boston Place, Boston, MA 02106

Elizabeth H. Harrer, 760 Briarstone Drive, Mason City, IA 50401

Schwab (Charles) & Co., Inc., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

Investors Fiduciary Trust Co./SSB, Securities Processing - A5W, P.O. Box 1631, Boston, MA 02105-1631

Baird (Robert W.) & Co., Inc., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

SSB Cust., C/O IECA, 2335 New Hyde Park Road, Lake Success, NY 11042

College Retire Equities, New York, NY 10017

Hare & Co., P.O. Box 11203, New York, NY 10249

Margaret L. Harrer, 81 Prior Court, Oradell, NJ 07649

How & Co., P.O. Box 92303, Chicago, IL 60675
Tower & Co., C/O Davenport Bank & Trust Co., Davenport, IA 52801
MWB Family Partners, Texas Limited Partnership, First Federal Building, Suite 301, 202 State Street, Madison, WI 53703
DeSoto Securities, 21 S. Clark Street, Room 3150, Chicago, IL 60603
Delphi Management Inc., Boston, MA 02111
Morgan Stanley, One Pierremont Plaza, Brooklyn, NY 11201
LaSalle National Bank, c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 10006
Harris Associates L.P., Chicago, IL 60602
Citibank, N.A., 111 Wall Street, 20th Floor, Zone 9, New York, NY 10043
David L. Babson & Co., One Memorial Drive, Cambridge, MA 02142
GAMCO Investors Inc., One Corporate Center, Rye, NY 10580
Bank of America Personal Trust, 555 S. Flower Street, Los Angeles, CA 90071
First Trust National Association, c/o Ice Proxy Services, 71 Executive Boulevard, Farmingdale, NY 10004
Wood Struthers and Winthrop Management, New York, NY 10004
Aerial Capial Management, Inc., 307 N. Michigan, Suite 500, Chicago, IL 60601
Northern Trust Co. - Trust c/o IECA, 2335 New Hyde Park Road, Lake Success, NY 11042

Below is the list of known bondholders, mortgage holders and other security holders:

Principal Mutual Life Insurance Company, 711 High Street, Des Moines, IA 50392
The Northwestern Mutual Life Insurance Company, 720 East Wisconsin Avenue, Milwaukee, WI 53202
Hartford Investment Management Company, c/o Investment Department - Private Placements, P.O. Box 1744, Hartford, CT 06144
Massachusetts Mutual Life Insurance Company, 1295 State Street, Springfield, MA 01111
Mutual of Omaha Insurance Company, Mutual of Omaha Plaza, Omaha, NE 68175
Modern Woodmen of America, Investment Department, 1701 First Avenue, Rock Island, IL 61201
Lutheran Brotherhood, Investment Division, 625 Fourth Avenue South, Minneapolis, MN 55415
Ameritas Life Insurance Corp., 5900 "O" Street, Lincoln, NE 68510
Jefferson-Pilot Life Insurance Company, P.O. Box 21008, Greensboro, NC 27420
Alexander Hamilton Life Insurance Company of America, P.O. Box 21008, Greensboro, NC 27420
Nationwide Life Insurance Company, One Nationwide Plaza (1-33-07), Columbus, OH 43215
State Farm Life Insurance Company, Investment Dept. E-10, One State Farm Plaza, Bloomington, IL 61710
Aid Association for Lutherans, 4321 N. Ballard Road, Appleton, WI 54919

Bank One Trust Company N.A., C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

Custodial Trust Company, C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

Donaldson, Lufkin & Jenrette Securities Corporation, C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

Smith Barney, Inc., C/O ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717

First American Asset Management, Minnesota

Deutsche Asset Management, Germany

Firstar Investment Research & Management, Milwaukee, WI

Everett Harris & Co., Los Angeles, CA

TIAA-CREF Investment Management, New York, NY

Wedge Capital Management L.L.P., Charlotte, NC